

DECLARATION OF THOMAS A. COATES
DOBSON COMMUNICATIONS CORPORATION

I, Thomas A. Coates, hereby declare the following:

1. My name is Thomas A. Coates. I am the Vice President, Corporate Development, of Dobson Communications Corporation (“Dobson” or the “Company”). I have been with Dobson since 2000. My responsibilities as Vice President, Corporate Development include identifying opportunities for Dobson to expand its business through the acquisition of existing wireless businesses or through the acquisition of spectrum licenses, and the negotiation of such acquisitions. I have also been actively involved in Dobson’s participation in FCC spectrum auctions, and I have responsibility for assisting in the development of, and then implementing, the Company’s regulatory strategies in proceedings before the Federal Communications Commission and various State public utility commissions. In that capacity, I retain a strong working knowledge of Dobson’s operations and of its relationships with other carriers.
2. I was an active participant in the Company’s management analysis and review of the proposed merger with AT&T Inc. (“AT&T”). As such, I am familiar with the analyses conducted in connection with the Company’s decision to undertake the merger.
3. I have reviewed the declaration being provided with this application by Mr. Rick L. Moore, of AT&T. The purpose of this declaration is to provide information regarding the services that Dobson currently provides and public interest benefits of the proposed merger of Dobson with AT&T as described by Mr. Moore, especially with respect to Dobson’s customers when they become AT&T subscribers. This declaration also provides information showing why the transaction will not lead to any competitive harms.

4. Dobson provides voice and data services using GSM/EDGE technology to approximately 1.7 million customers, mostly in rural and suburban markets in the following seventeen states: Alaska, Arizona, Illinois, Kansas, Kentucky, Maryland, Michigan, Minnesota, Missouri, New York, Ohio, Oklahoma, Pennsylvania, Texas, Virginia, West Virginia and Wisconsin. These markets cover a population of nearly thirteen million people. Dobson utilizes the 850 MHz band for over 90% of its pops.

5. A number of Dobson's systems are in suburban and rural markets that are adjacent to, but do not include, major metropolitan areas served by AT&T, such as Minneapolis, Minnesota; Kansas City, Kansas; San Antonio and Austin, Texas; Lexington, Kentucky; Washington, DC; Detroit, Michigan; Oklahoma City, Oklahoma; and others.

6. Dobson's customer base is overwhelmingly residential. Business customers of Dobson account for approximately 11% of our customers and approximately 7.5% of our total operating revenue.

7. Dobson's and AT&T's customers roam extensively on each other's networks, and AT&T is, by far, Dobson's largest roaming partner. In 2006, AT&T accounted for approximately 84% of our roaming traffic. By the same token, in 2006, AT&T provided 86% of our customers' roaming usage.

8. I agree with Mr. Moore that Dobson's customers will benefit in that they will be part of AT&T's nationwide GSM/EDGE/HSDPA network. For example, our customers must currently roam on other carriers' networks when outside the limited service area served by Dobson, and they principally roam on AT&T's network. Upon becoming AT&T subscribers, our customers will remain on the combined company's network more often, thereby reducing the potential for

roaming-related caller experience issues and providing a uniform customer experience over a larger geographic area.

9. Dobson's customers also will enjoy increased international roaming opportunities.

Mr. Moore notes that AT&T has over 400 roaming agreements with many carriers in nearly 200 countries around the world. Dobson, on the other hand, currently provides its customers with roaming capability only in Canada, Mexico, Japan, Puerto Rico, the Bahamas, the Virgin Islands and parts of the Caribbean. We have an agreement with a third party vendor that permits our customers to use a cell phone in other countries, but they have to rent the phone from the vendor and pay higher service rates than would be charged if we had roaming agreements in place in those countries. Since Dobson employs the same GSM standard that is used by AT&T and many of the carriers in these foreign countries, the transaction will offer Dobson's customers much greater international roaming capabilities using their own phones than would have been possible absent the merger.

10. I agree with Mr. Moore that when Dobson's subscribers become part of AT&T's customer base after the merger, they will have a wider range of rate plans, wireless services and features than Dobson currently provides. And as Dobson's subscribers are integrated into the AT&T network, they will be able to utilize their existing GSM handsets on a seamless basis, allowing a more transparent transition.

11. With respect to certain services Dobson does provide, AT&T's size and national scope will necessarily offer more features than Dobson can provide. For example, while Dobson offers free mobile-to-mobile services to its customers, such service cannot match the greater reach of AT&T's similar service which is offered to a customer base that is roughly 45 times the size of Dobson's customer base.

12. Dobson also does not currently offer the range of handsets or features offered by AT&T. Among other things, the merger will enable Dobson's subscribers to purchase the iPhone and handsets with WiFi or GPS navigation capabilities, which Dobson does not currently provide. Unlike AT&T, Dobson also does not offer its subscribers mobile video and television services and certain other multimedia features.

13. AT&T also offers push-to-talk service to its business customers, while Dobson offers push-to-talk in Alaska only. Dobson simply does not have the scale, capital, and technical resources to compete with national wireless carriers who offer push-to-talk service in the lower 48 states.

14. Similarly, Dobson offers to business customers a PC card that permits laptop computer users to connect to its EDGE service. However, I agree with Mr. Moore that AT&T can provide a wider range of business services than Dobson does today. For example, as Mr. Moore notes, in the event a handset is lost or stolen, AT&T offers a service that permits a business to lock the handset remotely, which Dobson does not offer. Moreover, while Dobson offers its business customers certain services such as electronic billing capabilities, it does not offer services such as AT&T's Premier Enterprise Portal Wireless Management Center, which helps streamline the procurement and management of a business's wireless program. AT&T also offers Enterprise on Demand, which is a unique wireless program for customers that permits ordering and real-time activation, and online trouble ticket management and reporting.

15. As a regional carrier, Dobson simply does not enjoy the advantages that AT&T's scale, technical resources and access to capital provide. These advantages permit AT&T and other larger wireless carriers to enjoy relationships with handset and other equipment manufacturers that enable them to obtain a greater variety of phones with customized and unique features and at

a lower cost. In fact, Dobson generally relies on third-party distributors for access to many of its phone models. Dobson, which purchases fewer than one million handsets per year compared to the millions purchased by AT&T, simply does not have the scale to negotiate with equipment manufacturers exclusive or customized handsets or to enjoy the volume discounts received by national carriers. With respect to its prepaid telephone offering, Dobson provides the service through a vendor in an agreement that allows the manufacturer a share of the revenues received from prepaid customers. As a result, Dobson has higher operating costs than national carriers who can operate the billing through their own equipment. Moreover, AT&T and other national carriers have much larger technical and administrative staffs, which permit them to roll out new technology much faster than Dobson can.

16. More than 90% of the population within our service area is served by facilities using 850 MHz spectrum. Much of that spectrum is adjacent to areas where AT&T has deployed facilities using the same spectrum. As our customers are integrated into the AT&T network, those who reside in those areas will no longer need to roam when moving from Dobson's service area to AT&T's area.

17. Dobson determines the features and prices of each of its national and statewide rate plans primarily with reference to competing plans offered by national competitors, especially Sprint and Verizon which are the national carriers who overlap most with Dobson in the areas we serve. Dobson's plans and the minutes currently offered under each plan, including our statewide plans,

are the same in every area we serve in the lower 48 states. Dobson addresses competitive pressure from aggressive regional and local carriers, such as Bluegrass Cellular in Kentucky, primarily by offering larger geographic "footprints" in our statewide plans.

18. Dobson maintains uniform plans and terms in its continental U.S. service areas because we value the simplicity of that system and the cost savings associated with it. Our system avoids the administrative costs of setting and maintaining local plans as well as training and call center costs associated with a larger variety of plans.

19. Dobson does not vary prices or plans at the level of individual Cellular Marketing Areas (CMAs). In addition to the simplicity and cost reasons noted above, Dobson finds that customers in our suburban and rural service areas are often exposed to advertising from major cities nearby, where there may be more carriers offering service. Such customers expect to receive rates and plans consistent with those offered in nearby cities, and if they do not, they will purchase service in those cities and make calls in their home CMAs on a roaming basis.

20. Dobson's handset offerings and prices also are uniform across all areas we serve. Any handset price promotions are usually offered across all areas we serve, and local handset promotions are rare.

I declare under penalty of perjury that the foregoing is true and correct.



Thomas A. Coates
Vice President, Corporate Development
Dobson Communications Corporation

Dated: July 11, 2007